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Kidz Corp., Inc.  
Brewster E. Banks,  
President  
2718 Terrace Drive  
Tampa, FL 33609

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-08/13/98--01028--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Kidz Corp

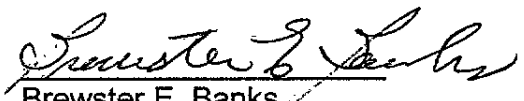
Dear Department of State:

Enclosed is an original and one (1) copy of the Articles of Incorporation for Kidz Corp., Inc. and a check for \$78.75 for filing fee and certificate.

Please contact me if you have any questions or comments.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Sincerely,

  
Brewster E. Banks  
President  
Kidz Corp., Inc.

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WOS

**Articles of Incorporation  
for  
Kidz Corp.**

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DIVISION OF CORPORATIONS  
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The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**Article I**  
**Corporate Name**

The name of this corporation is Kidz Corp.

**Article II**  
**Commencement of Corporate Existence**

This corporation shall come into existence on the date of subscription and acknowledgement of the Articles of Incorporation.

**Article III**  
**Capital Stock**

The aggregate number of shares of stock authorized to be issued by this corporation shall be one thousand (1,000) shares of common stock, each with a par value of one dollar. Each share issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the corporation upon liquidation or dissolution.

**Article IV**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 711 N. Florida Avenue, Tampa, Florida 33602; and the initial registered agent of the corporation is Ian M. Banks. The Principal Address is the same.

**Article V**  
**Initial Board of Directors**

The corporation shall have one director initially, whose name and address is Brewster E. Banks, P.O. Box 1336, Tampa, Florida, 33602. The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's by-laws, but shall never be less than one.


**Article VI**  
**Incorporator**

The name and address of the Incorporator is Brewster E. Banks, P.O. Box 1336, Tampa, Florida, 33602.

**Article VII**  
**By-Laws**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

The undersigned has executed these Articles this 11<sup>th</sup> day of August 1998.

  
Brewster E. Banks, Incorporator

## Certificate Designating Registered Agent

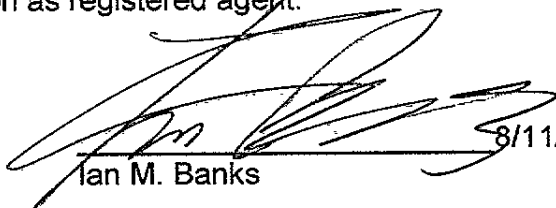
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Pursuant to the provisions of §§48.091 and 607.034, Florida Statutes, **Kidz Corp.**, desiring to organize under the laws of the State of Florida, hereby designates Ian M. Banks, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 711 N. Florida Avenue, Tampa, Florida 33602 as its Registered Office.

By  8/11/1998  
Brewster E. Banks

### Acknowledgment

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 8/11/1998  
Ian M. Banks